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 UNION PACIFIC RAILROAD COMPANY

Additional Defendants' counsel of record listed below

UNITED STATES DISTRICT COURT
 NORTHERN DISTRICT OF CALIFORNIA

HUMBOLDT BAYKEEPER, a program of
 Ecological Rights Foundation, and
 ECOLOGICAL RIGHTS FOUNDATION, a
 non-profit corporation,

Plaintiffs,

v.

UNION PACIFIC RAILROAD COMPANY,
 a Delaware corporation, NORTH COAST
 RAILROAD AUTHORITY, a state agency,
 and CUE VI, LLC, an Alaska limited liability
 company,

Defendants.

Civil Case No.: C 06-02560 JSW (MEJ)

**STIPULATION SETTLING PLAINTIFFS'
 MOTION FOR FEES AND COSTS
 INCURRED FOR DEPOSITIONS OF
 DEFENDANTS' NON-DISCLOSED
 WITNESSES;
~~[PROPOSED]~~ ORDER**

Judge: Honorable Jeffrey S. White

Trial Date: August 30, 2010

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Attorneys for Plaintiffs HUMBOLDT BAYKEEPER
and ECOLOGICAL RIGHTS FOUNDATION

1 Plaintiffs Humboldt Baykeeper and Ecological Rights Foundation (“Plaintiffs”) and
 2 Defendants CUE VI, LLC and Union Pacific Railroad Company (collectively “the Parties”) submit
 3 this Stipulation Settling Plaintiffs’ Motion for Payment of Fees And Costs Incurred For Depositions
 4 of Defendants’ Non-Disclosed Witnesses and [Proposed] Order.

5 WHEREAS, Plaintiffs’ Motion for Payment of Fees And Costs Incurred For Depositions of
 6 Defendants’ Non-Disclosed Witnesses came before the Magistrate Judge Maria-Elena James on July
 7 29, 2010;

8 WHEREAS, the Parties came to a mutual agreement settling Plaintiffs’ Motion;

9 The Parties hereby stipulate to the following:

10 Defendants CUE VI, LLC and Union Pacific Railroad Company agree to reimburse Plaintiffs
 11 for their fees and costs associated with preparation for and taking of the depositions of the witnesses
 12 (“Deposition Fees and Costs”) by making payment of Eighty Six Thousand Dollars (\$86,000) no
 13 later than August 30, 2010. This payment shall fully and finally settle any and all claims by
 14 Plaintiffs for reimbursement of Deposition Fees and Costs, as well as all fees and costs for
 15 negotiations with Defendants to settle the Deposition Fees and Costs incurred, and the briefing and
 16 motion proceedings on the Deposition Fees and Costs.

17 The Parties further agree that if payment is not timely made and paid in full by August 30,
 18 2010, Plaintiffs will immediately notify the Honorable Maria-Elena James, and the Parties will be
 19 prepared to appear before Judge James no later than September 3, 2010, or as soon thereafter as the
 20 court’s calendar permits, for a hearing on the collection of the agreed-upon payment.

21 Dated: August 2, 2010

Respectfully submitted,

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By: /s/ Layne Friedrich
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August 2, 2010

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August 2, 2010

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By: /s/ Gregory T. Broderick
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ATTESTATION

I, Layne Friedrich, am counsel for Plaintiffs and the registered ECF user whose username and password are being used to file this Stipulated Request to Vacate and Continue Pretrial Conference and Associated Dates and [Proposed] Order. In compliance with General Order 45 X.B, I hereby attest that the above-identified counsel for Defendants concurred in this filing.

Dated: August 2, 2010

Respectfully submitted,

By: /s/ Layne Friedrich

~~PROPOSED~~ ORDER

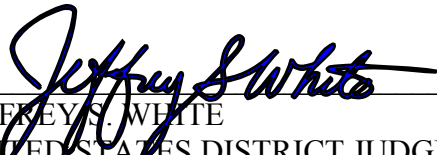
PURSUANT TO THE PARTIES STIPULATION, IT IS HEREBY ORDERED:

Defendants CUE VI, LLC and Union Pacific Railroad Company will reimburse Plaintiffs for their fees and costs incurred for depositions of Defendants' non-disclosed witnesses by making payment of Eighty Six Thousand Dollars (\$86,000) no later than August 30, 2010.

If payment is not timely made and paid in full by August 30, 2010, Plaintiffs shall notify the Honorable Maria-Elena James on August 30, 2010, and the Parties shall be prepared to appear before Judge James no later than September 3, 2010, or as soon thereafter as the court's calendar permits, for a hearing on the collection of the agreed-upon payment.

IT IS SO ORDERED.

Dated: August 12, 2010


JEFFREY S. WHITE
UNITED STATES DISTRICT JUDGE